

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

<p>PAMELA KLEIN,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>SPRINT CORPORATION, GORDON BETHUNE, JULIUS GENACHOWSKI, MARCELO CLAURE, STEPHEN KAPPES, MICHEL COMBES, ADM. MICHAEL MULLEN, PATRICK DOYLE, MASAYOSHI SON, RONALD FISHER, AND SARA MARTINEZ TUCKER,</p> <p style="text-align: center;">Defendants.</p>	<p>Case No. 1:18-cv-01551-CFC</p>
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STIPULATION OF DISMISSAL AND [PROPOSED] ORDER

WHEREAS, plaintiff filed the above-captioned action (the “Action”) challenging, among other things, the public disclosures made in connection with the proposed business combination between Sprint Corporation (“Sprint”) and T-Mobile US, Inc. (“T-Mobile”) pursuant to a Business Combination Agreement entered into by, among others, Sprint and T-Mobile, on April 29, 2018 (the “Transaction”);

WHEREAS, the Action asserts claims for violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 by defendants alleged to have been made in the Form S-4/A Amended Registration Statement (the “Registration Statement”) filed with the SEC in connection with the Transaction on or around October 1, 2018;

WHEREAS, T-Mobile received a notice of effectiveness from the SEC for a later amendment to the Registration Statement and filed a Prospectus pursuant to Rule 4249(b)(3) (the “Prospectus”) on or around October 29, 2018;

WHEREAS, on or about November 13, 2018, defendants filed a supplement to the Prospectus (the “Supplemental Disclosures”) that addressed and mooted plaintiff’s claims in the Action (the “Mooted Claims”);

WHEREAS, defendants have denied and continue to deny any wrongdoing and contend that no claim asserted in the Action was ever meritorious, and further deny that the Supplemental Disclosures contained any additional material facts that were required to be disclosed;

WHEREAS, plaintiff does not concede or admit a lack of merit in any of her claims;

WHEREAS, plaintiff intends to dismiss this Action and to assert a claim for attorney’s fees and expenses in connection with the Mooted Claims (the “Fee and Expense Application”);

WHEREAS, all of the defendants in the Action reserve all rights, arguments and defenses, including the right to oppose any Fee and Expense Application;

WHEREAS, no class action claims were asserted in the Action, no class has been certified, and no motion for class certification has been filed;

WHEREAS, for the avoidance of doubt, plaintiff represents that no compensation in any form has passed directly or indirectly to plaintiff or her attorneys and no promise, understanding, or agreement to give any such compensation has been made; and

WHEREAS, the parties have not had any discussions concerning the amount of any mootness Fee and Expense Application or award;

NOW, THEREFORE, upon consent of the parties and subject to the approval of the Court:

IT IS HEREBY ORDERED this _____ day of _____, 2018 that:

1. The Action is dismissed, and all claims asserted therein (except the claim for attorney's fees and reimbursement of expenses) are dismissed with prejudice as to plaintiff only.

2. Because the dismissal is with prejudice as to plaintiff only, and not on behalf of any putative class, notice of this dismissal is not required.

3. Because the claim for an award of attorney's fees and reimbursement of expenses is not being dismissed, the Court retains jurisdiction of the Action solely for the purpose of determining plaintiff's forthcoming Fee and Expense Application.

4. This Order is entered without prejudice to any right, position, claim or defense any party may assert with respect to the Fee and Expense Application, which includes the defendants' right to challenge the basis for, as well as the amount of, the Fee and Expense Application.

Dated: November 30, 2018

NAPOLI SHKOLNIK, LLC

By: /s/ R. Joseph Hrubiec
R. Joseph Hrubiec, Esq. (#5500)
919 Market Street
Suite 1801
Wilmington, Delaware 19801
(302) 330-8025

Attorneys for Plaintiff

OF COUNSEL:
Mark Levine
STULL, STULL, & BRODY
6 East 45th Street
New York, NY 10017
Telephone: (212) 687-7230
Facsimile: (212) 490-2022
Email: mlevine@ssbny.com

POTTER ANDERSON & CORROON LLP

By: /s/ Jonathan A. Choa
Matthew E. Fischer (# 3092)
Jonathan A. Choa (# 5319)
Hercules Plaza
P.O. Box 951
Wilmington, DE 19899-0951
(302) 984-6000

Attorneys for Defendants

IT IS SO ORDERED this _____ day of _____, 2018.

UNITED STATES DISTRICT JUDGE